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Shareholders of Eletson Holdings Inc.  
and the Preferred Shareholders*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re )  
Eletson Holdings Inc., et al.,<sup>1</sup> ) Chapter 11  
Debtors. ) Case No. 23-10322 (JPM)  
\_\_\_\_\_  
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**MOTION OF SIDLEY AUSTIN LLP TO WITHDRAW  
AS COUNSEL TO THE MAJORITY SHAREHOLDERS  
OF ELETSON HOLDINGS INC. AND THE PREFERRED SHAREHOLDERS**

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<sup>1</sup> The Debtors in these chapter 11 cases are: Eletson Holdings Inc., Eletson Finance (US) LLC, and Agathonissos Finance LLC. The address of the Debtors' corporate headquarters is 118 Kolokotroni Street, GR 185 35 Piraeus, Greece.

William E. Curtin, Duston K. McFaul, Robert S. Velevis and Sidley Austin LLP (“Sidley Austin” and together with William E. Curtin, Duston K. McFaul and Robert S. Velevis, the “Movants”) hereby move the Court for entry of the attached proposed order (the “Proposed Order”) permitting the withdrawal of their appearances as counsel to Lassia Investment Company, Glafkos Trust Company, and Family Unity Trust Company, the majority shareholders of Eletson Holdings Inc. (together, the “Majority Shareholders”) and, reserving all jurisdictional objections and only to the limited extent it may be deemed that they have appeared, Fentalon Ltd., Apargo Ltd., and Desimusco Trading Co. (together, the “Preferred Shareholders”) in the above captioned cases and request they be removed from this Court’s Master Service List and all other service lists in the above captioned cases (this “Motion”). In support of the Motion, Movants state as follows:

#### **GENERAL BACKGROUND**

1. On March 7, 2023, the Debtors’ bankruptcy cases were initiated through the filing of involuntary bankruptcy petitions under chapter 7, title 11 of the United States Code (the “Bankruptcy Code”). On September 25, 2023, the Debtors’ cases were converted to cases under chapter 11 of the Bankruptcy Code.

2. On November 4, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Petitioning Creditors’ Amended Joint Chapter 11 Plan of Eletson Holdings Inc. and its Affiliated Debtors* [Docket No. 1223] (the “Confirmation Order”), confirming the Debtors’ joint chapter 11 plan.

#### **A. Proceedings to Enforce the Confirmation Order.**

3. On November 25, 2024, counsel for Reorganized Eletson Holdings Inc. (“Reorganized Holdings”) filed the *Emergency Motion of Reorganized Eletson Holdings Inc. for an Order Imposing Sanctions on Eletson Holdings’ (A) Existing Person of Record and (B) Former*

*Shareholders, Officers, Directors, and Counsel, Including Reed Smith LLP* [Docket No. 1268] (the “First Sanctions Motion”), which purported to seek the enforcement of the Confirmation Order. Following several hearings, this Court issued an oral ruling regarding the First Sanctions Motion on January 24, 2025 entered on order regarding the same on January 29, 2025 [Docket No. 1402] (the “Enforcement Order”).

4. On February 6, 2025, Reorganized Eletson filed the *Emergency Motion of Eletson Holdings Inc. for Entry of a Further Order in Support of Confirmation and Consummation of the Court-Approved Plan of Reorganization* [Docket No. 1416] (the “Second Sanctions Motion”). Following a hearing on the Second Sanctions Motion on February 20, 2025, the Court issued an oral ruling regarding the same.

5. On February 19, 2025, Reorganized Eletson filed the *Emergency Motion of Eletson Holdings Inc. for Entry of a Further Order in Support of Confirmation and Consummation of the Court-Approved Plan of Reorganization* [Docket No. 1459] (the “Third Sanctions Motion”). Responses to the Third Sanctions Motion were due on March 4, 2025, and a hearing on the Third Sanctions Motion is set for March 12, 2025.

6. On February 5, 2025, the Majority Shareholders filed a *Notice of Appeal* [Docket No. 1413] (the “Appeal”) with respect to the Enforcement Order. On the same day, the Majority Shareholders filed a joinder seeking to join (the “Joinder”) the *Motion for Stay of Enforcement of January 29, 2025 Order Pending Appeal* filed by the Provisional Board of Eletson Holdings Inc. and Reed Smith (the “Motion for Stay”). *See* Docket No. 1412. The hearing on the Motion for Stay took place on February 20, 2025 and no further briefing on the Motion for Stay is required.

7. Consistent with the statements made in Sidley's Certification to the Court, *see Docket No. 1471*, Sidley has at all times provided their client with the orders of this Court and the directives required by the Court therein.

**B. Proceedings with Levona Holdings Ltd.**

8. On July 29, 2022, Debtor Eletson Holdings Inc. and non-debtor Eletson Corporation commenced an arbitration against Levona Holdings Ltd. ("Levona"). On September 29, 2023, the arbitrator issued the final award in favor of Debtor Eletson Holdings Inc. and non-debtor Eletson Corporation (the "Arbitration Award").

9. Following the commencement of these chapter 11 cases, the Debtors, Pach Shemen LLC, VR Global Partners, L.P., and ALPINE PARTNERS (BVI), L.P. entered into the *Stipulation and Order Granting Alleged Debtor's Motion for Relief from Stay to Proceed with, or to Confirm the Inapplicability of, the Automatic Stay to Prepetition Arbitration Proceedings* [Docket No. 48] (the "Stay Stipulation"), staying the actions of the Arbitration Parties<sup>2</sup> with respect to the Arbitration Award.

10. On January 16, 2025, Levona filed the *Levona Holdings Ltd.'s Motion to Enforce the Stipulated Stay Relief Order and for Sanctions Against (A) the Purported Preferred Nominees and (B) Reed Smith LLP Pursuant to Section 105(a) of the Bankruptcy Code and Inherent Authority* [Docket No. 1367] (the "Levona Sanctions Motion") seeking sanctions against the Preferred Shareholders for actions alleged to be taken in connection with the Arbitration Award.

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<sup>2</sup> The Stay Stipulation defined "Arbitration Parties" as "Eletson Holdings, non-debtor wholly owned subsidiary of Eletson Holdings, Eletson Corporation ('Eletson Corp.'), and non-debtor Levona Holdings Ltd." *See Docket No. 48, ¶ D.*

11. The Preferred Shareholders filed their objection to the Levona Sanctions Motion on February 14, 2025, and a hearing on the Levona Sanctions Motion took place on March 3, 2025. *See* Docket No. 1437.

**FACTS SUPPORTING MOTION TO WITHDRAW AS COUNSEL**

12. The Movants first appeared on behalf of the Majority Shareholders in these chapter 11 cases on or about March 22, 2024.

13. As of the date of this Motion, Movants understand that the Majority Shareholders and the Preferred Shareholders have engaged foreign counsel in connection with various foreign proceedings pending in jurisdictions outside of the United States. Movants are not involved in the foreign proceedings and do not provide advice or direction with respect to the same.

14. As a result of certain changes in the ownership interests of certain of the Majority Shareholders, which were disclosed to the Court in the certifications of the respective Majority Shareholders submitted on February 24, 2025, Movants also understand that a potential conflict may have arisen among the Majority Shareholders in terms of direction of next steps in these chapter 11 cases.

15. Movants understand that the Majority Shareholders and Preferred Shareholders do not oppose Movants' withdrawal as their counsel.

16. In connection with this Motion, Movants provided the Majority Shareholders and the Preferred Shareholders with a list of all upcoming hearing and response dates. Movants also understand the Majority Shareholders and the Preferred Shareholders are in the process of obtaining replacement counsel.

17. The Majority Shareholders and Preferred Shareholders have requested that Movant ask the Court to stay upcoming response deadlines or order entry to allow replacement counsel time to get up to speed on the issues in this case.

### **RELIEF REQUESTED**

18. The Movants request an order pursuant to Rule 2090-1 of the Local Bankruptcy Rules for the Southern District of New York, which provides that “[a]n attorney who has appeared as attorney of record may withdraw . . . only by order of the Court for cause show.” Local Bankruptcy Rule 2090-1(e).

19. Additionally, courts reviewing withdrawal motions are guided by the applicable rules of professional conduct. *See, e.g., Whiting v. Lacara*, 187 F.3d 317 at 321-23 (2d Cir. 1999) (*See Fidelity Nat. Title Ins. v. Intercounty Nat.*, 310 F.3d 537 at 540 (7th Cir. 2002); *Rivera-Domenech v. Calvesbert Law Offices PSC*, 402 F.3d 246 at 248 (1st Cir. 2005); *Brandon v. Blech*, 560 F.3d 536 (6th Cir. 2009)). Pursuant to the New York Rules of Professional Conduct, an attorney may withdraw from representing a client when withdrawal can be accomplished without material adverse effect on the interests of the client, when issues indicate that the best interest of the client likely will be served by withdrawal, and/or when the client knowingly and freely asserts to termination of the employment. New York Rules of Professional Conduct, Rule 1.16(c)(1), (8), (10). As noted by the circuit court in *Brandon v. Blech*, “while [the rules of professional conduct] stop short of guaranteeing a right to withdraw, they confirm that withdrawal is presumptively appropriate where the rule requirements are satisfied.” 560 F.3d at 538.

20. Movants understand that their clients knowingly and freely assent to the termination of employment. In anticipation of the withdrawal, Movants have provided the Majority

Shareholders and Preferred Shareholders with a list of upcoming hearings and response dates and will work to smoothly transition ongoing matters to new counsel to the Majority Shareholders and Preferred Shareholders once new counsel is selected.

**NO PRIOR REQUEST**

21. No prior application ahs been made by Movants for the relief sought herein.

*[Remainder of page intentionally left blank]*

WHEREFORE, for the reasons set forth herein, the Movants respectfully request that  
(a) the Court enter an order in substantially similar form to the Proposed Order attached hereto as  
**Exhibit A** and (b) such other appropriate relief.

Dated: March 7, 2025  
New York, New York

Respectfully submitted,

/s/ William E. Curtin

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*Counsel for the Majority Shareholders of  
Eletson Holdings Inc. and Preferred Shareholders*

**Exhibit A**  
**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re )  
 )  
 ) Chapter 11  
Eletson Holdings Inc., et al.,<sup>3</sup> )  
 )  
Debtors. ) Case No. 23-10322 (JPM)  
 )

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**ORDER GRANTING THE MOTION OF SIDLEY AUSTIN LLP TO  
WITHDRAW AS COUNSEL TO THE MAJORITY SHAREHOLDERS  
OF ELETSON HOLDINGS INC. AND THE PREFERRED SHAREHOLDERS**

Upon the motion of William E. Curtin, Duston K. McFaul, Robert S. Velevis and Sidley Austin LLP, as counsel of record for the Majority Shareholders of Eletson Holdings Inc. and the Preferred Shareholders, for entry of an order to withdraw as counsel; and pursuant to Local Bankruptcy Rule 2090-1(e); and upon the Court's consideration of the Motion, it is **HEREBY**

**ORDER THAT:**

1. Motion is **GRANTED**.
2. The appearance of William E. Curtin, Duston K. McFaul, Robert S. Velevis and Sidley Austin LLP as counsel for the Majority Shareholders of Eletson Holdings Inc and the Preferred Shareholders is withdrawn, and service of pleadings and notices, including CM/ECF electronic notification, upon them should be discontinued.

Dated:       , 2025  
New York, New York

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U.S. Bankruptcy Judge

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<sup>3</sup> The Debtors in these chapter 11 cases are: Eletson Holdings Inc., Eletson Finance (US) LLC, and Agathonissos Finance LLC. The address of the Debtors' corporate headquarters is 118 Kolokotroni Street, GR 185 35 Piraeus, Greece.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re )  
Eletson Holdings Inc., et al.,<sup>4</sup> ) Chapter 11  
Debtors. ) Case No. 23-10322 (JPM)  
)

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**DECLARATION OF WILLIAM E. CURTIN IN  
SUPPORT OF THE MOTION OF SIDLEY AUSTIN LLP TO  
WITHDRAW AS COUNSEL TO THE MAJORITY SHAREHOLDERS  
OF ELETSON HOLDINGS INC. AND THE PREFERRED SHAREHOLDERS**

William E. Curtin declares as follows under 28 U.S.C. § 1746:

1. I am a partner at the law firm Sidley Austin LLP (“Sidley”), which serves as counsel for Lassia Investment Company, Glafkos Trust Company, and Family Unity Trust Company, the majority shareholders of Eletson Holdings Inc. (together, the “Majority Shareholders”) and Fentalon Ltd., Apargo Ltd., and Desimusco Trading Co. (together, the “Preferred Shareholders”) in the above captioned cases (the “Chapter 11 Cases”).

2. I submit this declaration in support of the *Motion of Sidley Austin LLP to Withdraw as Counsel to the Majority Shareholders of Eletson Holdings Inc. and the Preferred Shareholders* (the “Motion”).<sup>5</sup>

3. I am over 18 years of age, of sound mind, and otherwise competent to make this Declaration. I am fully familiar with the facts and circumstances set forth below, and all the evidence set out in this Declaration is based on my personal knowledge.

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<sup>4</sup> The Debtors in these chapter 11 cases are: Eletson Holdings Inc., Eletson Finance (US) LLC, and Agathonissos Finance LLC. The address of the Debtors’ corporate headquarters is 118 Kolokotroni Street, GR 185 35 Piraeus, Greece..

<sup>5</sup> Capitalized terms not defined herein are ascribed the meaning given to them in the Motion.

4. Upon information and belief, the Majority Shareholders and the Preferred Shareholders have engaged foreign counsel to assist in various foreign proceedings outside the United States (the “Foreign Proceedings”). Sidley has not provided any advice with respect to any of the Foreign Proceedings.

5. I also understand that as a result of certain changes in the ownership interests of certain of the Majority Shareholders, which were disclosed to the Court in the certification of the respective Majority Shareholders submitted on February 24, 2025, that a potential conflict has arisen among the Majority Shareholders in terms of direction of next steps in these chapter 11 cases. Given the disagreements among the clients, I believe the client’s best interests will be served by withdrawal.

6. On February 27, 2025, Sidley provided notice of their intent to request withdrawal as counsel in these Chapter 11 Cases. In connection with that notice, Sidley provided the Majority Shareholders and the Preferred Shareholders with a list of all upcoming hearing and response dates and will work to smoothly transition ongoing matters to new counsel to the Majority Shareholders and Preferred Shareholders once new counsel is selected.

7. I understand that the Majority Shareholders and Preferred Shareholders knowingly and freely assent to the termination of their representation by Sidley.

Dated: March 7, 2025  
New York, New York

/s/ William E. Curtin  
William E. Curtin